

Exhibit E

Proposed Order

Proposed Order Prepared and Submitted by:

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*Attorneys for Debtors and Debtors
in Possession*

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION**

In re:

EASY STREET HOLDING, LLC, *et al.*,

Debtors.

Address: 201 Heber Avenue
Park City, UT 84060

Tax ID Numbers:
35-2183713 (Easy Street Holding, LLC),
20-4502979 (Easy Street Partners, LLC), and
84-1685764 (Easy Street Mezzanine, LLC)

Bankr. Case No. 09-29905
Jointly Administered with Bankr. Case Nos.
09-29907 and 09-29908

Chapter 11

Honorable R. Kimball Mosier

[FILED ELECTRONICALLY]

**PROPOSED ORDER ON JOINT MOTION TO APPROVE AMENDMENT TO
STIPULATION AUTHORIZING USE OF CASH COLLATERAL PURSUANT TO 11
U.S.C. § 363 AND GRANTING ADEQUATE PROTECTION TO WESTLB, AG**

The Joint Motion to Approve Amendments to Stipulation Authorizing Use of Cash Collateral Pursuant to 11 U.S.C. § 363 and Granting Adequate Protection to WestLB, AG (the “Amendment Motion”) (Docket No.) jointly filed on November 25, 2009 by WestLB, AG (“WestLB”) and the Debtors Easy Street Holding, LLC, Easy Street Partners, LLC and Easy Street Mezzanine, LLC (collectively, the “Debtors”) came before the Court for hearing on December 14, 2009. Appearances were made as noted on the record of the hearing. This order (the “Order”) approves amendments (the “Amendments”) to the Stipulation Authorizing Use of Cash Collateral Pursuant to 11 U.S.C. § 363 and Granting Adequate Protection to WestLB, AG, filed on or about October 9, 2009 (Docket No. 84), as initially amended by that certain Amendment to Stipulation Authorizing Use of Cash Collateral Pursuant to 11 U.S.C. § 363 and Granting Adequate Protection to WestLB, AG – Amended Exhibit C (Bank Accounts) filed on or about October 13, 2009 (Docket No. 91) and as further amended by this Court’s Order on Stipulation Authorizing Use of Cash Collateral Pursuant to 11 U.S.C. § 363 and Granting Adequate Protection to WestLB, AG, dated as of October 13, 2009 (as amended, the “Stipulation”) reached by Easy Street Partners, LLC (“Easy Street”) and WestLB governing the consensual use of cash collateral through and including December 31, 2009.

Now, therefore, IT IS HEREBY ORDERED:

1. The Amendment Motion is granted and the Amendments and the alterations to the Stipulation embodied by the Amendments are approved.
2. To the extent inconsistent with this Order and the Amendments, the Court’s Order on Stipulation Authorizing Use of Cash Collateral Pursuant to 11 U.S.C. § 363

and Granting Adequate Protection to WestLB, AG dated as of October 13, 2009 (the “Original Cash Collateral Order”) is superseded by this Order.

3. Except as otherwise provided in Paragraph 2 of this Order, the Original Cash Collateral Order remains in full force and effect.

4. This Order shall be binding and effective despite any conversion of the Case¹ to a case under any other chapter of title 11 of the United States Code.

5. This Court shall retain jurisdiction with respect to all matters relating to the interpretation, enforcement, or implementation of the Amendments and this Order.

-----END OF ORDER-----

¹ Capitalized terms not otherwise defined herein shall take the meaning ascribed to them in the Original Cash Collateral Order.